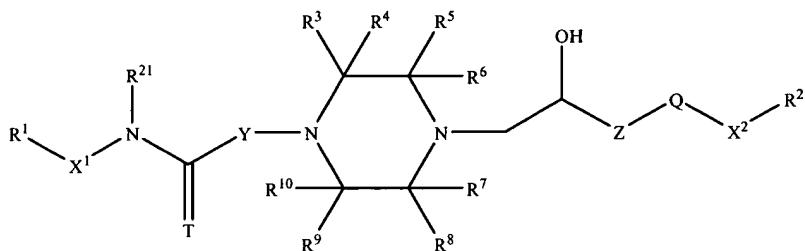


AMENDMENTS TO THE CLAIMS

The following listing of claims will replace all prior versions and listing of claims in the application. For the Examiner's convenience a complete listing of all claims incorporating the amendments made herein is attached as Appendix B.

1. (Currently Amended) A compound of the formula:



wherein:

R¹ is aryl or heteroaryl chosen from the group consisting of indolyl, indazolyl, isoxazolyl, quinolyl, thiazolyl, carbazolyl, thiadiazolyl, benzotriazolyl, benzothiazolyl, and benzimidazolyl optionally substituted with 1 to 3 substituents selected from acetyl, alkyl, hydroxy, alkoxy, halogen, halogen substituted alkyl, phenyl, and phenyl substituted with ~~acetyl~~, alkyl, alkoxy, hydroxy, halogen, or ~~halogen substituted alkyl~~ CF₃;

R² is benzoxazolyl or benzothiazolyl heteroaryl optionally substituted with 1 to 3 substituents selected from acetyl, alkyl, hydroxy, alkoxy, halogen, halogen substituted alkyl, phenyl, and phenyl substituted with acetyl, alkyl, alkoxy, hydroxy, halogen, or ~~CF₃ halogen substituted alkyl~~

X¹ is a covalent bond, or -(CR¹⁵R¹⁶)_p-, in which R¹⁵ and R¹⁶ are independently hydrogen, hydroxy, lower alkyl, or -C(O)OR¹⁷, in which R¹⁷ is hydrogen, lower alkyl, phenyl, or phenyl substituted with alkyl, alkoxy, hydroxy, halogen, or CF₃ or ~~optionally substituted phenyl~~, and p is 1, 2 or 3; with the proviso that when p is 1, R¹⁵ and R¹⁶ cannot be hydroxy;

R²¹ is hydrogen or lower alkyl;

T is oxygen or sulfur;

Y and Z are -(CR¹⁸R¹⁹)_q- and q at each occurrence is 1, 2 or 3, in which R¹⁸ and R¹⁹ at each occurrence is hydrogen or lower alkyl; and

R³, R⁴, R⁵, R⁶, R⁷, R⁸, R⁹, and R¹⁰ at each occurrence are hydrogen, lower alkyl, or -C(O)R; in which R is -OR¹¹ or -NR¹¹R¹², where R¹¹ and R¹² are hydrogen or lower alkyl; or

R³ and R⁴, R⁵ and R⁶, R⁷ and R⁸, R⁹ and R¹⁰, when taken together with the carbon to which they are attached, represent carbonyl;

Q is oxygen, sulfur, or -NR²⁰-, in which R²⁰ is hydrogen or optionally substituted lower alkyl;

X² is a covalent bond or -(CR¹⁸R¹⁹)_q- wherein q at each occurrence is 1, 2 or 3, and R¹⁸ and R¹⁹ at each occurrence is hydrogen or lower alkyl; and with the proviso that when X¹ is a covalent bond and Y is -(CR¹⁸R¹⁹)_q- in which q is 1 and R¹⁸ and R¹⁹ are hydrogen, then R¹ is not optionally substituted phenyl.

2. Cancelled

3. (Currently Amended) The compound of claim 1, wherein R³, R⁴, R⁶, R⁷, R⁸, R⁹, and R¹⁰ at each occurrence are hydrogen and R⁵ is hydrogen or methyl.

4. (Original) The compound of claim 3, wherein Q and T are both oxygen and X² is a covalent bond.

5. (Original) The compound of claim 4, wherein R²¹ is hydrogen, Y is methylene or ethylene, and Z is methylene.

6. Cancelled

7. Cancelled

8. Cancelled

9. Cancelled

10. Cancelled

11. Cancelled

12. Cancelled

13. (Currently Amended) The compound of claim 121, wherein R¹ is 4-(4-chlorophenyl)thiazol-2-yl, R² is 2-methylbenzothiazol-5-yl, R⁵ is hydrogen, and X¹ is a covalent bond, namely 2-{4-[(2R)-2-hydroxy-3-(2-methylbenzothiazol-5-yloxy)propyl]piperazinyl}-N-[4-(4-chlorophenyl)(1,3-thiazol-2-yl)]acetamide.

14. (Currently Amended) The compound of claim 121, wherein R¹ is 4-(4-chlorophenyl)thiazol-2-yl, R² is 2-methylbenzothiazol-5-yl, R⁵ is methyl, and X¹ is a covalent bond, namely 2-{4-[(2R)-2-hydroxy-3-(2-methylbenzothiazol-5-yloxy)propyl]-3-methylpiperazinyl}-N-[4-(4-chlorophenyl)(1,3-thiazol-2-yl)]acetamide.

15. (Currently Amended) The compound of claim 121, wherein R¹ is 9-ethylcarbazol-3-yl, R² is 2-methylbenzothiazol-5-yl, R⁵ is hydrogen, and X¹ is a covalent bond, namely 2-{4-[(2R)-2-hydroxy-3-(2-methylbenzothiazol-5-yloxy)propyl]piperazinyl}-N-(9-ethylcarbazol-3-yl)acetamide.

16. (Currently Amended) The compound of claim 121, wherein R¹ is 6-quinolyl, R² is 2-phenylbenzoxazol-5-yl, R⁵ is hydrogen, and X¹ is a covalent bond, namely 2-{4-[(2R)-2-hydroxy-3-(2-phenylbenzoxazol-5-yloxy)propyl]piperazinyl}-N-(6-quinolyl)acetamide.

17. (Currently Amended) The compound of claim 121, wherein R¹ is 8-quinolyl, R² is 2-methylbenzothiazol-5-yl, R⁵ is hydrogen, and X¹ is a covalent bond, namely 2-{4-[(2R)-2-hydroxy-3-(2-methylbenzothiazol-5-yloxy)propyl]piperazinyl}-N-(8-quinolyl)acetamide.

18. (Previously Presented) A method of treating a disease state chosen from diabetes, damage to skeletal muscles resulting from trauma or shock and a cardiovascular disease selected from the group consisting of atrial arrhythmia, intermittent claudication, ventricular arrhythmia, Prinzmetal's (variant) angina, stable angina, unstable angina, congestive heart disease, and myocardial infarction in a mammal by administration of a therapeutically effective dose of a compound of claim 1.

19. (Previously Presented) The method of claim 18, wherein the disease state is a cardiovascular disease selected from atrial arrhythmia, intermittent claudication, ventricular arrhythmia, Prinzmetal's (variant) angina, stable angina, unstable angina, congestive heart disease, and myocardial infarction.

20. (Original) The method of claim 18, wherein the disease state is diabetes.

21. (Previously Presented) A pharmaceutical composition comprising at least one pharmaceutically acceptable excipient and a therapeutically effective amount of a compound of claim 1.